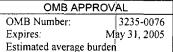
UNITED STATES FORM D SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 . RECEIVED

1 4 2008

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, **SECTION 4(6), AND/OR** INIFORM LIMITED OFFERING EXEMPTION



Estimated average burden hours per response.



100 /g				* '	00047	222
Name of Offering Check	if this is an amendment and name h	as changed, and indi	cate change.)			
Undivided TIO Interes	sts in real estate.					
Filing Under (Check box(es) Type of Filing: New I		☐ Rule 505	⊠ Rule 506	Section 4(6)	טעל 🗆	OE
	A. BAS	SIC IDENTIFICATI	ON DATA			
1. Enter the information requ	iested about the issuer					
Name of Issuer (check i Olivet Church 1031, L	f this is an amendment and name hand.L.C.	as changed, and indic	ate change.)			
Address of Executive Offices 2901 Butterfield Road	(Number and Street I, Oak Brook, Illinois 60523	, City, State, Zip Coo		one Number (Includir 30) 218-4916	ig Area Cod	e)
Address of Principal Business (if different from Executive C		, City, State, Zip Coo	le) Teleph	one Number (Includir	ng Area Code	e)
Brief Description of Business		onant in assume a in	atarasts in weel man			
i ne acquisition, mana	gement and sale of undivided to	enant in common ii	iteresis in real prope	erty.		
Type of Business Organization corporation business trust	☐ limited partner	ship, already formed		ner (please specify):	ر الم	ROCES EP 1921
ousiness dust		Month	Year	inted nating compan		EP 7 9 20
Actual or Estimated Date of	Incorporation or Organization:	1 2	0 5 Ac	tual 🛮 Estimate	$_{\mathrm{ed}}\mathcal{P}$	THOMSO
Jurisdiction of Incorporation	or Organization: (Enter two-letter CN for Canada:	U.S. Postal Service a FN for other foreign		DE	į.	INANCIA
GENERAL INSTRUCTION	S	<u>-</u>				
Federal: Who Must File: All issuers n 15 U.S.C. 77d(6).	naking an offering of securities in r	eliance on an exempt	ion under Regulation I	O or Section 4(6), 17 (CFR 230.501	et seq. or
Securities and Exchange Con	be filed no later than 15 days after nmission (SEC) on the earlier of the ue, on the date it was mailed by Un	e date it is received by	y the SEC at the address	ss given below or, if re	d with the U.	S. at address
Where to File: U.S. Securities	es and Exchange Commission, 450	Fifth Street, N.W., W	ashington, D.C. 20549	•		
	opies of this notice must be filed winanually signed copy or bear typed		nich must be manually	signed. Any copies n	ot manually	signed
Information Required: A new changes thereto, the informat Appendix need not be filed w	w filing must contain all informatio tion requested in Part C, and any movith the SEC.	n requested. Amendi aterial changes from t	nents need only report he information previo	the name of the issue usly supplied in Parts	r and offerin A and B. Par	g, any t E and the
Filing Fee: There is no feder	ral filing fee.					
ULOE and that have adopted are to be, or have been made	ndicate reliance on the Uniform Lind I this form. Issuers relying on ULC. If a state requires the payment of notice shall be filed in the appropriableted.	E must file a separate a fee as a precondition	notice with the Secur n to the claim for the	ities Administrator in exemption, a fee in the	each state w	here sales unt shall
		ATTENTION				
Failure to file notice in the appropriate federal notice filing of a federal notice.	ne appropriate states will not one will not one will not result in a loss of a	esult in a loss of t	the federal exempti xemption unless su	on. Conversely, fa uch exemption is p	ilure to file redicated	e the on the
SEC 1972 (6-02)	Persons who respond to the co	llection of informat	on contained in this	form are not		1 of 10

required to respond unless the form displays a currently valid OMB control number.

CHICAGO_1445864_1

		A. BASIC IDENTI	FICATION DATA		
2. Enter the information requ	ested for the follow	ing:			
		s been organized within the	•		
 Each beneficial owner hassuer; 	aving the power to	vote or dispose, or direct th	e vote or disposition of, 10%	or more of a class	s of equity securities of the
·	and director of corpo	orate issuers and of corpora	te general and managing part	tners of partnership	o issuers; and
Each general and management					,
Check Box(es) that Apply:		☐ Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if	individual)	· · · · · · · · · · · · · · · · · · ·		 	
Inland Real Estate Ex	change Corpor	ation			
Business or Residence Address	(Number and Stree	et, City, State, Zip Code)			
2901 Butterfield Roa	d, Oak Brook, I	llinois 60523			
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	Director	☐ General and/or Managing Partner
Full Name (Last name first, if	individual)				
Olivet Church Excha					
Business or Residence Address	(Number and Stree	et, City, State, Zip Code)			
2901 Butterfield Roa	d, Oak Brook, I	llinois 60523			
Check Box(es) that Apply:		☐ Beneficial Owner	☐ Executive Officer	Director	☐ General and/or Managing Partner
Full Name (Last name first, if	individual)				
Inland Continental P	· · · ·				
Business or Residence Address					
2901 Butterfield Roa	d, Oak Brook, I	Ilinois 60523			
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if	individual)				
Business or Residence Addres	s (Number and Stre	et, City, State, Zip Code)			
Check Box(es) that Apply:	Promoter	Beneficial Owner	☐ Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if	individual)				
Business or Residence Addres	s (Number and Stre	et, City, State, Zip Code)			
Check Box(es) that Apply:	Promoter	Beneficial Owner	☐ Executive Officer	☐ Director	General and/or Managing Partner
Full Name (Last name first, if	individual)				
Business or Residence Addres	s (Number and Stre	et, City, State, Zip Code)			
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	General and/or Managing Partner
Full Name (Last name first, if	individual)				
Business or Residence Addres	s (Number and Stre	et, City, State, Zip Code)			
	(Use blank shee	et, or copy and use addit	ional copies of this sheet,	as necessary.)	

B. INFORMATION ABOUT OFFERING												
1. Has	the issuer s	old, or doe					l investors in 2, if filing				Yes	No
2. What is the minimum investment that will be accepted from any individual?										355,080		
Yes 3. Does the offering permit joint ownership of a single unit?										No 🗆		
and/	or with a st ciated perso	ate or state	s, list the n	ame of the	broker or	dealer. If n	ore than fi	ve (5) pers	ons to be li	sted are		
	me (Last na											
	and Real E											
	ss or Reside 11 Butterfi				-	te, Zip Coo	de)					
Name o	of Associate	d Broker o	or Dealer									
	n Which Pe										🗌 A	ll States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
IL) [MT]	[IN] [NE]	[IA] [NV]	[KS] [NH]	[KY] [NJ]	[LA] [NM]	[ME] [NY]	[MD] [NC]	[MA] [ND]	[MI] [OH]	[MN] [OK]	[MS] [OR]	[MO] [PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
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	ss or Reside				-	•	de)					
	of Associate			.oo, Deave	crton, Ort	77000						
	ookstreet S											
	n Which Pe eck "All St										🗆 A	Il States
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[IL] [MT]	[IN] [NE]	[IA] [NV]	[KS] [NH]	[KY] [NJ]	[LA] [NM]	[ME] [NY]	[MD] [NC]	[MA] [ND]	[MI] [OH]	[MN] [OK]	[MS] [OR]	[MO] [PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
	me (Last n ison, Jack	-	f individua	1)								
	ss or Reside		-			-	-					
	of Associate			r C								
	lependent n Which Pe				ends to Sol	icit Purcha	sers					
(Ch	eck "All St	ates" or ch	eck individ	lual States))						_	Il States
[AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI]									[ID] [MO]			
[IL] [MT]	[IN] [NE]	[IA] [NV]	[KS] [NH]	[KY] [NJ]	[LA] [NM]	[ME] [NY]	[MD] [NC]	[MA] [ND]	[MI] [OH]	[MN] [OK]	[MS] [OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
			/I.I 1.11.	_1			.1!6					

	C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE O)F P	ROCEED	S			
1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged						
	Type of Security		Aggregat ffering Pr		Am	ount Alread Sold	У
	Debt	\$	-0-		\$	-0-	
	Equity	\$	-0-		\$	-0-	
	☐ Common ☐ Preferred						
	Convertible Securities (including warrants)	\$	-0-		\$	-0-	
	Partnership Interests	\$	-0-		\$	-0-	
	Other (Specify <u>Undivided fractional interests in real estate</u>)	\$	10,652,40	00	\$ 5	14,506.66	
	Total	\$	10,652,40	00	\$	514,506.66	
	Answer also in Appendix, Column 3, if filing under ULOE.						
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."					Aggregate	
			Number Investors		Do	ollar Amoun f Purchases	
	Accredited Investors	_	2		\$	514,506.66	
	Non-accredited Investors		-0-		\$	-0-	
	Total (for filings under Rule 504 only)				\$	<u></u>	
	Answer also in Appendix, Column 4, if filing under ULOE.		•				_
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1.						
	Type of Offering		Type of Security		Do	ollar Amoun Sold	t
	Type of Offering		Security	,	•	Sola	
	Rule 505	_		—	\$	# 	—
	Regulation A	_		—	<u>\$</u>	#	_
	Rule 504				<u>\$</u>	<u></u>	_
	Total	_			\$	<u> </u>	_
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.						
	Transfer Agent's Fees			\boxtimes	\$	0-	
	Printing and Engraving Costs			\boxtimes	\$	- - -	
	Legal Fees			\boxtimes	\$	50,000	
	Accounting Fees			\boxtimes	\$	ļ ₀₋	
	Engineering Fees			\boxtimes	\$	- - -	
	Sales Commission (specify finders' fees separately)			\boxtimes	\$	645,600	
	Other Expenses (identify) Marketing, Formation and other costs			\boxtimes	\$	172,600	
	Total			\boxtimes	\$	868,200	

	C. OFFERING PRIC	CE, NUMBER OF INVESTORS, EXPENSES AND USE	OF PROCEEDS							
b.	Enter the difference between the aggre and total expenses furnished in response	gate offering price given in response to Part C – Quese to Part C – Question 4.a. This difference is the "ad	stion 1 justed	\$ 9,784,200						
5.	Indicate below the amount of the adjusted proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C – Question 4.b above.									
			Payments to Officers, Directors & Affiliates	Payments To Others						
	Salaries and fees		⊠ \$876,051	▼ \$ 78,800						
	Purchase of real estate		<u> </u>	№ \$ 8,432,400						
	Purchase, rental or leasing and inst	tallation of machinery and equipment	<u> </u>	□ <u>\$</u>						
	Construction or leasing of plant bu	ildings and facilities	<u>\$</u>	<u> </u>						
	offering that may be used in excha	recluding the value of securities involved in this nge for the assets or securities of another issuer	□ \$	\$						
				□ s						
	Working capital		□ \$	□ \$						
	Other (specify): O&O Expenses, A	\$ 121,949	\$ 275,000							
	Column Totals		\$ 998,000	⋈ \$8,786,200						
	Total Payments Listed (column tot	als added)	⊠ <u>\$</u>	9,784,200						
		D. FEDERAL SIGNATURE								
foll	owing signature constitutes an undertak	signed by the undersigned duly authorized person. I ing by the issuer to furnish to the U.S. Securities and d by the issuer to any non-accredited investor pursua	Exchange Commissi	on, upon written						
Issu	uer (Print or Type)	Signature	Date							
	vet Church 1031, L.L.C.	Patricia a. Sellosso	- 9/12/06							
Nar	me of Signer (Print or Type)	Title of Signer (Print or Type)								
Patr	ricia A. DelRosso	President, Inland Real Estate Exchange Corporat Church Exchange, L.L.C., as the sole member of								
		ATTENTION								
		ATTENTION—	olations (Sec. 40.1	18.0 4004.)						
	intentional misstatements or on	nissions of fact constitute federal criminal vic	piations. (See 18 C	៸.ວ. ບ. 1 <mark>001.)</mark>						

	E. STATE SIGNATURE							
1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions Yes of such rule?								
See Appendix, Column 5, for state response.								
2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a not Form D (17 CFR 239.500) at such times as required by state law.								
3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnish issuer to offerees.								
4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Un Limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the avoif this exemption has the burden of establishing that these conditions have been satisfied.								
The issuer has read this notification and kno undersigned duly authorized person.	ws the contents to be true and has duly caused this notice	ce to be signed on its be	nalf by the					
Issuer (Print or Type)	Signature	Date						
Olivet Church 1031, L.L.C.	Patricia a. bellosso	9/12/06						
Name (Print or Type)	Title (Print or Type)	′ ′						
Patricia A. DelRosso	President, Inland Real Estate Exchange Corporation, as Exchange, L.L.C., as the sole member of Olivet Church		et Church					

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

A	P	P	E	N	D	IΣ
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1	Intend	to sell	3 Type of security and aggregate offering price	4 Type of investor and					5 alification tate ULOE s, attach nation of
	investor	s in State -Item 1)	offered in state (Part C-Item 1)		amount purchased in State (Part C-Item 2)				
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL				1117031013	7 tillouit	Investors	Zinount		
AK									
AZ					- MI				
AR							38.00		
CA		×	Undivided fractional interests in real estate \$10,652,400	1	\$343,506.66	-0-	-0-		
СО			\$10,032,400				1		
СТ									
DE							- International Control of the Contr		
DC									
FL									
GA									
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IA									
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KY									
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MD									
MA									
MI									
MN									
MS									
МО									

A	P	P	E.	N	D	IX

1	Intend to non-a investors	to sell ccredited s in State -Item 1)	3 Type of security and aggregate offering price offered in state (Part C-Item 1)		Type of investor and amount purchased in State (Part C-Item 2)			Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
MT				III V CSIOIS	Amount	Investors	Zunount		
NE									
NV									
NH									
NJ									
NM									
NY									
NC									
ND									
ОН									
ОК									
OR		⊠	Undivided fractional interests in real estate \$10,652,400	1	\$171,000	0-	-0-		
PA			\$10,032,400						
RI									
SC									
SD							1.11		
TN									
TX									
UT									
VT									
VA									
WA									
WV									
WI									
WY									
PR									